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RECORDATION NO.

18824-E
FILED

JAN 03 '12 -1 4 0 PM

January 3, 2012

SURFACE TRANSPORTATION BOARD

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: TTX Company
Termination of Lease and Equipment Trust Agreement
Lease No. 40

Dear Section Chief:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two copies of the Termination of Equipment Trust Agreement (No. 40), dated as of January 3, 2012, between The Bank of New York Mellon Trust Company, N.A. (successor to Society National Bank), not in its individual capacity, but solely as Owner Trustee (the "*Owner Trustee*"), and Wells Fargo Bank Northwest, National Association (successor to First Security Bank of Utah, National Association), not in its individual capacity, but solely as security trustee (the "*Security Trustee*").

The enclosed document relates to (a) the Lease of Railroad Equipment (No. 40) dated as of May 31, 1994 (as amended, modified or supplemented, the "*Lease*") between TTX Company and the Owner Trustee and (b) the Equipment Trust Agreement (No. 40) dated as of May 31, 1994 (as amended, modified or supplemented, the "*Equipment Trust Agreement*"), between the Owner Trustee and the Security Trustee, copies of which (or evidence thereof) were filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to the provisions of 49 U.S.C. Section 11303 on May 31, 1994 under Recordable Numbers 18824 and 18824-A respectively. Please also note that the enclosed document relates to the Termination of Lease (No. 40), dated as of January 3, 2012, between Owner Trustee and TTX Company, which is being submitted for recording concurrently therewith.

Chapman and Cutler LLP

The names and addresses of the parties to the enclosed document are as follows:

Owner Trustee: The Bank of New York Mellon Trust Company, N.A.
Chicago Corporate Trust
Two North LaSalle Street, Suite 1020
Chicago, IL 60602

Security Trustee: Wells Fargo Bank Northwest, National Association
Corporate Trust Services
299 South Main Street, 12th Floor
Salt Lake City, UT 84111

A description of the equipment covered as of the date hereof by the aforesaid memorandum is:

The 520 railcars as more specifically described in Schedule 1 attached hereto.

A short summary of the document to appear in the index follows:

Termination of Equipment Trust Agreement (No. 40).

A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Ed Luria, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, DC 20036

EXHIBIT A
LEASE NO. 40

PURCHASED RAILCARS

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>		
Single unit double stack well car - DTTX	GUNDERSON	456022	26		
		456026			
		456030	69		
		456035 - 456036			
		456039			
		456042 - 456043			
		456049 - 456056			
		456058 - 456064			
		456066 - 456068			
		456000 - 456021			
		456023 - 456025			
		456027 - 456029			
		456031 - 456034			
		456037 - 456038			
		456040 - 456041			
		456044 - 456048			
		456057			
456069 - 456078					
456080 - 456096					
Five-unit all purpose articulated spine cars - TTAX	TRINITY	553416 - 553419	11		
		553438 - 553444	87		
		553445			
		553448 - 553450			
		553467 - 553471			
		553473 - 553529			
		553531 - 553539			
		553645 - 553646			
		553648 - 553650			
		553652 - 553658			
Five-unit all purpose articulated spine cars - TTAX	JAC	653555 - 653561	327		
		653563 - 653575			
		653577 - 653589			
		653591 - 653614			
		653616 - 653678			
		653680 - 653711			
		653713 - 653748			
		653750 - 653785			
		653787 - 653851			
		653855 - 653863			
		653865			
		653867 - 653871			
		653873 - 653881			
		653883 - 653889			
		653891 - 653897			
		TOTAL		520	

JAN 03 '12 -1 4 0 PM

**TERMINATION OF EQUIPMENT TRUST AGREEMENT (No. 40)
(STB)****SURFACE TRANSPORTATION BOARD**

THIS TERMINATION OF EQUIPMENT TRUST AGREEMENT (No. 40) is made and entered into as of January 3, 2012 by and between THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. (successor to Society National Bank), not in its individual capacity, but solely as Owner Trustee (the "*Owner Trustee*"), and WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION (successor-in-interest to First Security Bank of Utah, National Association), as Security Trustee (the "*Security Trustee*").

1. The Owner Trustee has entered into that certain Lease of Railroad Equipment (No. 40) with TTX Company dated as of May 31, 1994 (as amended, modified or supplemented, the "*Lease*"), a copy of which (or evidence thereof) was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to the provisions of 49 U.S.C. Section 11303 on May 31, 1994 under Recordation Number 18824. The Lease was assigned to the Security Trustee by virtue of an Equipment Trust Agreement (No. 40) dated as of May 31, 1994 (as amended, modified or supplemented, the "*Equipment Trust Agreement*"), a copy of which (or evidence thereof) was filed with the Interstate Commerce Commission pursuant to the provisions of 49 U.S.C. Section 11303 on May 31, 1994 under Recordation Number 18824-A.

2. The Equipment Trust Agreement is terminated effective as of the date hereof and Security Trustee hereby releases all of its right, title and interest in and to the railroad equipment set forth on Exhibit A attached hereto.

IN WITNESS WHEREOF, the party hereto has caused this termination to be duly executed by its officer duly authorized as of the date and year first above written.

THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A., not in its individual
capacity, but solely as Owner Trustee

By: 
Name: D. G. Donovan
Title: Vice President

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION, as Security Trustee

By: _____
Name:
Title:

IN WITNESS WHEREOF, the party hereto has caused this termination to be duly executed by its officer duly authorized as of the date and year first above written.

THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A., not in its individual
capacity, but solely as Owner Trustee

By: _____
Name:
Title:

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION, as Security Trustee

By: Megan C. Glamalak
Name: **Megan C. Glamalak**
Title: **Vice President**

STATE OF Illinois)
) SS.:
COUNTY OF Cook)

On this, the 29th day of December, 2011, before me, a Notary Public in and for said County and State, personally appeared D. G. DONOVAN, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., that said instrument was signed on December 29, 2011 on behalf of said national association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Julie Meadors
Name: Julie Meadors
Notary Public
My Commission Expires: 1-7-12
Residing in Chicago, IL

(SEAL)

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of December, 2011, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on December __, 2011 on behalf of said national association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of December, 2011, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., that said instrument was signed on December __, 2011 on behalf of said national association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

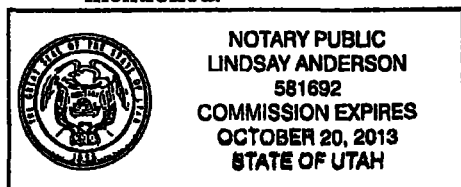
Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

STATE OF - Utah)
) SS.:
COUNTY OF Salt Lake)

On this, the 29th day of December, 2011, before me, a Notary Public in and for said County and State, personally appeared Megan C. Giamalakis, who being by me duly sworn, says that (s)he is the Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on December 10th, 2011 on behalf of said national association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(SEAL)

Lindsay Anderson
Name: Lindsay Anderson
Notary Public
My Commission Expires: 10/20/2013
Residing in Salt Lake

**EXHIBIT A
LEASE NO. 40**

PURCHASED RAILCARS

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
Single unit double stack well car - DTTX	GUNDERSON	456022	26
		456026	
		456030	
		456035 - 456036	69
		456039	
		456042 - 456043	
		456049 - 456056	
		456058 - 456064	
		456066 - 456068	
		456000 - 456021	
		456023 - 456025	
		456027 - 456029	
		456031 - 456034	
		456037 - 456038	
		456040 - 456041	
		456044 - 456048	
		456057	
		456069 - 456078	
		456080 - 456096	
Five-unit all purpose articulated spine cars - TTAX	TRINITY	553416 - 553419	11
		553438 - 553444	87
		553445	
		553448 - 553450	
		553467 - 553471	
		553473 - 553529	
		553531 - 553539	
		553645 - 553646	
553648 - 553650	327		
553652 - 553658			
653555 - 653561			
653563 - 653575			
653577 - 653589			
653591 - 653614			
653616 - 653678			
653680 - 653711			
653713 - 653748			
653750 - 653785			
653787 - 653851			
653855 - 653863			
653865			
653867 - 653871			
653873 - 653881			
653883 - 653889			
653891 - 653897			
TOTAL		520	

CASUALTIED RAILCARS

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
Single unit double stack well car - DTTX	GUNDERSON	456065 456079	2
Five-unit all purpose articulated spine cars - TTAX	TRINITY	553415 553446 553447 553647 553651	5
Five-unit all purpose articulated spine cars - TTAX	JAC	653562 653576 653590 653615 653679 653712 653749 653786 653852 653853 653864 653866 653872 653882 653890	15
TOTAL CASUALTIED RAILCARS			<u>22</u>
TOTAL ALL RAILCARS			<u>542</u>

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated

1/3/12

Edward M Luria

Edward M Luria